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SEP - 8 2003

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION: Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
hours per response... 1

FORM D

SEP 09 2003

Telephone Number (Including Area Code)

215-557-7488

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Number and Street, City, State, Zip Code)

One Logan Square, 130 N. 18th Street, Philadelphia, PA 19103

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	an amendment and name has changed, and indicate change.) o \$2,500,000 Shares of Common Stock and accompanying
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u> [] <u>Rule 505</u> [X] <u>Rule 506</u> [] Section 4(6) [] ULOE
Type of Fili	ng: [X] New Filing [] Amendment
A. B.	ASIC IDENTIFICATION DATA
1. Enter the information reques	ted about the issuer
Name of Issuer (check if this is an I-trax, Inc.	amendment and name has changed, and indicate change.)
Address of Executive Offices:	

(Number and Street, City, State Brief Description of Busines Population healt			iding Area C	ode)	·
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[X] corporation	[] limited part	nership, alread	y formed	[] other (p	lease specify):
[] business trust	[] limited partnership, to be formed				
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Actual or Estimated Date of Organization:	Incorporation or	[0][9]	[0][0]	[X] Actual	[] Estimated
Jurisdiction of Incorporation				Service abbrevian jurisdiction)	

GENERAL INSTRUCTIONS Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation</u> D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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Full Name (Last name first, if individual)

Check Box(es) that [] Promoter [] Beneficial

Reiss, Gary

Apply:

Business or Residence Address (Number and Street, City, State, Zip Code)
One Logan Square, 130 N. 18th Street, Philadelphia, PA 19103

Owner

[X] Executive Officer

[] Director [] General and/or

Managing Partner

Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partne
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Full Name (Last name first, if individual)

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3. If this filling is for an offering under Rule 504 or 505, enter the information	
requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this	
offering. Classify securities by type listed in Part C-Question 1.	

Type of offering	Type of Security	Dollar Sold	r Amount
Rule 505	0-	\$	-0
Regulation A		\$	-0-
Rule 504		\$	-0-
Total		\$	-0-
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees	[] \$		
Printing and Engraving Costs	[] \$		
Legal Fees	[X]\$ <u>6,000</u>		_
Accounting Fees	[] \$ 1,000		_
Engineering Fees	[] \$		
Sales Commissions (specify finders' fees separately)	[X] \$ <u>99,000</u>)	
Other Expenses (identify) <u>non-accountable expense allowance</u>	[] \$		_
Total	[} \$		_

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$719,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, &	Payments To
	Affiliates	Others
Salaries and fees	[]\$	[]\$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[]\$
Working capital	[]\$	[X] \$ <u>719,000</u>
Other (specify): Issuer did not receive cash in exchange	[]\$	[]\$
for the issued stock. Issuer received assets that are being integrated into Issuers business		
Column Totals	[]\$	[X] <u>\$719,000</u>
Total Payments Listed (column totals added)	[X]	\$ <u>719,000</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

I-trax, Inc.

Name of Signer (Print or Type)

Roseann Maillie

Signature

Pastann Maillie

Signature

Pastann Maillie

Assistant Secretary

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)